

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X		
In re	:	
	:	
DELPHI CORPORATION, ET AL.	:	Case No. 05-44481
	:	<i>Chapter 11</i> , Jointly Administered
	:	Claim No. <b>SEE EXHIBIT B</b>
	:	\$1,260,331.99
	:	
	:	
	:	
Debtors	:	
-----X		

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**NOTICE TO TRANSFER OF CLAIM PURSUANT TO FRBP 3001(e)(2)**

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To: ("**Transferor**")                      Linamar Corporation  
    287 Speedvale Avenue W.  
    Guelph, ON, Canada N1H 1C5

Please take notice that the transfer of 100% of your Claim(s) (as defined in **Exhibit A** and **B** hereto), in the amount of \$1,260,331.99 in the bankruptcy case referenced above, together with all applicable interest, fees and expenses thereto, has been transferred (unless previously expunged by court order) to:

From: ("**Transferee**")                      APS Capital Corp.  
    Attn: Matthew Hamilton  
    1301 Capital of Texas Hwy,  
    Suite No. B-220  
    Austin, Texas 78746

Evidence that Transferor has assigned all of its right, title and interest in the Claim(s) to Transferee is attached hereto as **Exhibit A**.

No action is required if you do not object to the transfer of your claim. HOWEVER, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION WITH:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of the Court  
One Bowling Green  
New York, NY 10004

If you file an objection a hearing will be scheduled. If you do not file an objection, or it is not timely filed, the transferee will be substituted on the Court's records as the Claimant. SEND A COPY OF YOUR OBJECTION TO THE TRANSFEEE.

EXHIBIT A  
EVIDENCE OF TRANSFER

Linamar Corporation having a mailing address at 287 Speedvale Ave. W., Guelph, ON, Canada N1H 1C5 ("**Assignor**") transfers and assigns unto APS Clearing, Inc. its successors and assigns ("**Assignee**"), pursuant to the terms of that certain Assignment of Claim Agreement, of even date herewith (the "**Agreement**"), all of its right, title and interest in and to those certain proofs of claim, identified on the attached Schedule of Claims, as further identified in each Assignor's duly and timely filed Proof of Claim (the "**Proof of Claim**") against Delphi Automotive Systems, LLC (the "**Debtor**"), filed in the United States Bankruptcy Court, Southern District of New York ("**Bankruptcy Court**"), jointly administered under Case No. 05-44481.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claims and recognizing the Assignee as the sole owner and holder of the Claims. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of August 30, 2006.

ASSIGNEE:

APS CLEARING, INC.

By: 

Name: Matthew Stanek

Title: Managing Director

ASSIGNOR:

LINAMAR CORPORATION

By: 

Name: M.J. Muligan

Title: CEO

EXHIBIT B  
SCHEDULE OF CLAIMS

<u>Original Creditor Name</u>	<u>Debtor</u>	<u>Proof of Claim No(s).</u>	<u>Proof of Claim Amount</u>
Linamar Corporation	Delphi Automotive Systems, LLC	10261, 10262, 10900	\$1,260,331.99

EXHIBIT C  
PROOF OF CLAIMS

Name of Debtor <b>DELPHI AUTOMOTIVE SYSTEMS, LLC</b>		Case Number <b>05-44640**See below</b>	This Space For Court Use Only <div style="border: 1px solid black; padding: 5px; text-align: center; font-weight: bold;"># 10261</div> <div style="text-align: center; margin-top: 20px;"><b>Received</b>  <b>AUG 02 2006</b>  <b>Kurtzman Carson</b></div>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property):  <b>LINAMAR CORPORATION</b>		<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;"><input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;"><input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.</div> <div style="border: 1px solid black; padding: 5px;"><input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.</div>	
Name and Address where notices should be sent: <b>c/o Susan M. Cook</b> <b>Lambert, Leser, Isackson, Cook &amp; Giunta, PC</b> <b>916 Washington Avenue, Suite 309</b> <b>Bay City, Michigan 48708</b>			
Telephone Number: <b>(989) 893-3518</b>			
Last four digits of account or other number by which creditor identifies debtor:		** This is a duplicate claim of similar claim filed against a previously filed claim dated: <b>Delphi Corp.</b>	
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods Sold / Services Performed * See attached. <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Customer Claim <input type="checkbox"/> Wages, salaries, and compensation (fill out below) <input type="checkbox"/> Taxes      Last four digits of your SS #: _____ <input type="checkbox"/> Money Loaned      Unpaid compensation for services performed <input type="checkbox"/> Personal Injury      from _____ to _____ <input type="checkbox"/> Other _____      (date) (date)			
<b>2. Date debt was incurred:</b>		<b>3. If court judgment, date obtained:</b>	
<b>4. Classification of Claim.</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. <b>Unsecured Nonpriority Claim \$ 1,260,331.99</b> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"><b>Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate    <input type="checkbox"/> Motor Vehicle    <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____</div> <b>Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <div style="margin-top: 10px;"><input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small></div>			
<b>5. Total Amount of Claim at Time Case Filed: \$ 1,260,331.99</b> (Unsecured) (Secured) (Priority) (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
<b>6. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		This Space For Court Use Only	
<b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
<b>8. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim			
Date: <b>7/20/2006</b>		Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <b>Susan M. Cook, Attorney for</b> <b>Linamar Corporation</b>	

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571



<b>United States Bankruptcy Court Southern District of New York</b>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>DELPHI CORPORATION, et al</b>		Case Number <b>05-44481(RDD)</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		This Space For Court Use Only <div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"><b># 10262</b></div>
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>LINAMAR CORPORATION</b>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	Claim #10262 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)
Name and Address where notices should be sent: <b>c/o Susan M. Cook Lambert, Leser, Isackson, Cook &amp; Giunta, PC 916 Washington Avenue, Suite 309 Bay City, Michigan 48708</b>		<b>Received</b>  <b>AUG 02 2006</b>  <b>Kurtzman Carson</b>
Telephone Number: <b>(989) 893-3518</b>		This Space For Court Use Only
Last four digits of account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated: _____	
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods Sold / Services Performed * See attached. <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Customer Claim <input type="checkbox"/> Wages, salaries, and compensation (fill out below) <input type="checkbox"/> Taxes      Last four digits of your SS #: _____ <input type="checkbox"/> Money Loaned      Unpaid compensation for services performed from _____ to _____ <input type="checkbox"/> Personal Injury      (date) (date) <input type="checkbox"/> Other _____		
<b>2. Date debt was incurred:</b>	<b>3. If court judgment, date obtained:</b>	
<b>4. Classification of Claim.</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.		
<b>Unsecured Nonpriority Claim \$ 1,260,331.99</b> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		<b>Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____
<b>Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).		<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
<b>5. Total Amount of Claim at Time Case Filed: \$ 1,260,331.99</b> <div style="display: flex; justify-content: space-around; width: 100%;"> <span>(Unsecured)</span> <span>(Secured)</span> <span>(Priority)</span> <span>1,260,331.99 (Total)</span> </div> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>6. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>8. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		This Space For Court Use Only
Date: <b>7/20/2006</b>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <b>Susan M. Cook, Attorney for Linamar Corporation</b>	

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571



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## United States Bankruptcy Court Southern District of New York

## PROOF OF CLAIM

Name of Debtor <b>DELPHI AUTOMOTIVE SYSTEMS, LLC</b>		Case Number <b>05-44640</b>	This Space For Court Use Only <div style="font-size: 1.5em; font-weight: bold;">Received</div> <div style="font-size: 1.2em; font-weight: bold;">AUG 02 2006</div> <div style="font-weight: bold;">Kurtzman Carson</div> Claim #10900 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>LINAMAR CORPORATION</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and Address where notices should be sent: <b>c/o Susan M. Cook Lambert, Leser, Isackson, Cook &amp; Giunta, PC 916 Washington Avenue, Suite 309 Bay City, Michigan 48708</b>		Telephone Number: <b>(989) 893-3518</b>	This Space For Court Use Only
Last four digits of account or other number by which creditor identifies debtor:		Check here <input checked="" type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated: _____	
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods Sold / Services Performed * See attached. <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Customer Claim <input type="checkbox"/> Wages, salaries, and compensation (fill out below) <input type="checkbox"/> Taxes      Last four digits of your SS #: _____ <input type="checkbox"/> Money Loaned      Unpaid compensation for services performed from _____ to _____ <input type="checkbox"/> Personal Injury      (date) (date) <input type="checkbox"/> Other _____			
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<b>Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).		<b>Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____	
<b>5. Total Amount of Claim at Time Case Filed: \$ 1,260,331.99</b> <div style="display: flex; justify-content: space-between;"> <span>(Unsecured)</span> <span>(Secured)</span> <span>(Priority)</span> <span>(Total)</span> </div> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
<b>6. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>8. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim			
Date: <b>7/24/06</b>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) <div style="text-align: center;">   <b>Susan M. Cook, Attorney for Linamar Corporation</b> </div>		

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